**PDV: Board Resolution**

On December 22, 2023, Phuong Dong Viet Shipping and Logistics Corporation announced Resolution No. 52/NQ-HDQT on approving the continued implementation of the public offering plan; the Corporation's commitments, the plan to use expected capital from the offering as follows:

‎‎Article 1. Approve continuing to implement the public offering of Phuong Dong Viet Shipping and Logistics Corporation (the Corporation) according to the plan approved by the General Meeting of Shareholders as per the Annual General Mandate 2022 and the Annual General Mandate 2023;

The detailed plan is according to the attached Appendix.

‎‎Article 2. Approve the detailed plan to use capital from the additional public offering according to the contents of General Mandate No. 01/NQ-PDV-DHDCD on March 28, 2022 approved by the Annual General Meeting of Shareholders 2022 and General Mandate No. 01/NQ-PDV-DHDCD on April 26, 2023 approved by the Annual General Meeting of Shareholders 2023; and the plan to offset the lack of capital for implementing the project. Specifically as follows:

The proceeds from the issuance will be used for supplementing capital to purchase 01 additional Handysize/Ultramax bulk carrier with a tonnage of about 25,000-75,000 DWT to serve the Corporation's main business activities.

* Expected proceeds from the offering: VND 80,226,550,000.
* Capital use plan: All proceeds from the offering will be used for supplementing capital to purchase 01 additional Handysize/Ultramax bulk carrier with a tonnage of about 25,000-75,000 DWT to serve the Corporation's main business activities. Specifically:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Capital requirements | Amount | Expected disbursement time | Funding sources | Expected proceeds (VND) |
| Supplement capital to purchase 01 additional Handysize/Ultramax bulk carrier with a tonnage of about 25,000-75,000 DWT | USD 12,000,000, equivalent to VND 293.52 billion (\*) | Q1/2024-Q2/2024 | 1. Proceeds from the additional public offering  | 80,226,550,000 |
| 2. Other sources of capital (bank loans, owners’ equity,...) | 213,293,450,000 (\*) |
| Total | 293,520,000,000 (\*) |

(\*) The applicable USD exchange rate is VND 24,460/USD (the applicable exchange rate is the USD selling rate as of December 18, 2023 of Vietcombank). The amount in Vietnamese Dong (VND) can change depending on the exchange rate applied at the disbursement time but still ensures that the total investment in purchasing bulk carriers in USD does not exceed USD 12,000,000.

When the offering ends, in case the Corporation does not offer all shares as registered or the proceeds from the offering are not enough as expected, the Board of Directors decided to implement within the following solutions:

* Ask for extending the offering to continue offering the remaining shares;
* Supplement the lack of capital through other methods such as using undistributed profit, investment and development fund, and accumulated depreciation until the implementation of investment and other bank loans.

‎‎Article 3. Approve the commitments of Phuong Dong Viet Shipping and Logistics Corporation when implementing the additional public offering

Phuong Dong Viet Shipping and Logistics Corporation commits that:

* The Corporation is not subject to criminal prosecution or has been convicted of one of the crimes of infringing upon economic management order without having its criminal record cleared;
* The Corporation committed to implementing trading registration of additional shares on the Hanoi Stock Exchange right after the end of the offering.
* The Corporation commits to handling fractional shares as prescribed in Article 42 of Decree 155/2020/ND-CP. In case these shares are distributed to investors and they must be carried out under a public offering as prescribed in Clause 1, Article 35 of the Law on Securities 2019, the Corporation commits to carrying out as per the provisions of law;
* The Corporation commits to compensating for damage incurred (if any) to investors in case of exceeding the time limit specified in Clause 3, Article 28 of Law on Securities No. 54/2019/QH14. When exceeding the payment term, the Corporation will refund the investor's paid amount and the interest for the number of overdue days (the interest rate is equal to the deposit rate for individual customers in VND with a term of 01 month, published on the website of the Joint Stock Commercial Bank for Foreign Trade of Vietnam at the time of payment).

‎‎Article 4. Approve the plan to ensure the share offering meets the regulations on foreign ownership rate.

The ownership rate of foreign investors in the Corporation complies with the provisions of the Law on Investment No. 61/2020/QH14 dated June 17, 2020 and Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of certain articles of the Law on Securities. To ensure the maximum foreign ownership rate of the Corporation is in accordance with the provisions of law, the Corporation will coordinate with Vietnam Securities Depository and Clearing Corporation to distribute additionally offered shares to foreign investors in accordance with the ownership rate of investors at the time of recording the list of shareholders to exercise their rights, ensuring that foreign shareholders do not receive purchase rights transferred from other shareholders. The Corporation commits not to distributing fractional shares and remaining shares of the offering (if any) to foreign investors to avoid an increase in the foreign ownership rate of the Corporation.

‎‎Article 5. Authorize/Assign

The Board of Directors authorizes/assigns the Corporation’s Manager-cum-Legal Representative to direct and sign relevant documents (including documents on explanation) with Competent State Authorities (if any) to complete the offering, register additional shares and register additional share trading, and change the charter capital in the Business Registration Certificate.

‎‎Article 6. Validity: This Resolution takes effect from the date of its signing.

‎‎Article 7. Implementation: Members of the Board of Directors, members of the Supervisory Board, the Board of Managers and relevant functional departments of the Corporation are responsible for implementing this Resolution.

Appendix

Public offering plan

1. Shares for offering: Shares of Phuong Dong Viet Shipping and Logistics Corporation

2. Share type: common share.

3. Par value: VND 10,000/share.

4. Current charter capital: VND 430,873,310,000.

5. Number of issued shares: 43,087,331 shares

6. Number of treasury shares: 0 shares.

7. Number of outstanding shares: 43,087,331 shares;

8. Number of shares with preferred dividends: 0 shares.

9. Number of shares registered for offering: 8,022,655 shares.

10. Offering price: VND 10,000/share.

11. Basis for proposing the offering price: Based on the book value as of December 31, 2022, share par value, and market price, the Board of Directors decided an offering price for existing shareholders of VND 10,000/share.

12. Total offering value: VND 80,226,550,000.

13. Eligible buyers: Existing shareholders named on the list at the date of recording a list with the Vietnam Securities Depository and Clearing Corporation to exercise the share purchase rights.

14. Rights exercise rate: 1,000:186 (Shareholders owning 01 share at the time of recording the list to exercise rights receive 01 right to purchase, for every 1,000 purchase rights, shareholder can buy 186 new shares of this issuance).

15. Expected offering time: The Board of Directors authorizes the Corporation’s Manager to choose a specific time after receiving the decision of approval from the State Securities Commission, expected in Q1/2024-Q2/2024.

16. Rate of shares registered for additional offering/total existing shares: 18.6%.

17. Expected time to register to purchase shares: The Board of Directors authorizes the Manager to choose or adjust the specific time after receiving the written approval of the State Securities Commission.

18. Distribution method: According to the method of exercising rights

* For shareholders who have deposited securities: Distribute through the depository members of Vietnam Securities Depository and Clearing Corporation;
* For shareholders who have not deposited securities: Distribute at the headquarters of Phuong Dong Viet Shipping and Logistics Corporation.

19. Issuance consultancy unit: Vietcombank Securities Company, Ltd. - Ho Chi Minh City Branch.

20. Minimum successful offering rate: 70% of the total number of shares of the issuance

21. Cancellation of the offering:

* In case the number of shares offered to the investors does not reach 70% of the total number of additional issued shares of the offering, the offering will be canceled. Specifically, the minimum number of issued shares is 5,615,859 shares.
* In case the State Securities Commission decides to cancel the public offering as specified in Article 28 of Law on Securities No. 54/2019/QH14, within 7 working days from the cancellation of the public offering, the Corporation will disclose information on the cancellation on an electric newspaper or printed newspaper in 3 consecutive issues, withdraw issued securities, and return money to the investors within 15 days from the cancellation of the offering. When exceeding the payment term, the Corporation will refund the investor's paid amount and the interest for the number of overdue days (the interest rate is equal to the deposit rate for individual customers in VND with a term of 01 month, published on the website of the Joint Stock Commercial Bank for Foreign Trade of Vietnam at the time of payment).
* Method of recovering and refunding money to shareholders and investors: For shareholders who have paid to buy shares through depository members, the Corporation will coordinate with VSDC and depository members to return the paid amount to shareholders. For undeposited shareholders and investors buying shares who transferred directly to the escrow account, the Corporation will refund the money directly to the shareholders and investors. The Corporation will cover all the transfer fees (if any).

22. The rights to buy additional shares of shareholders can only be transferred once. The transferee shall not transfer to a third party. Issued shares are not subject to transfer restrictions.

Shareholders with transfer restrictions and shareholders owning preferred shares are still entitled to the purchase rights. Transfer restriction is not applied to the number of additional shares purchased under these rights.

23. Plan to handle fractional and remaining shares:

* The number of shares issued to existing shareholders will be rounded down to the unit.
* For fractional shares and unsold shares (if any), the Board of Directors will decide on the subjects, and number of shares to be distributed to bring the highest efficiency to the Corporation. The selling price of the remaining shares and fractional shares shall not be lower than VND 10,000/share. These shares (if any) will be restricted from being transferred within 1 year from the date of completion of the offering.

For example: At the record date, shareholder A owning 100 shares will be entitled to 100 purchase rights. Then, the number of additional issued shares that shareholder A can buy is (100/1,000) x 186 = 18.6 shares. After rounding down to the unit, the number of shares that shareholder A will receive is 18 shares.

* The Corporation commits to handling the fractional shares, remaining shares due to shareholders not registering to buy, ensuring the provisions specified in Article 42, Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.
* The Corporation commits not to distributing shares to Subsidiaries and subsidiaries under the same Holding Company to ensure compliance with Clause 2, Article 195 of the Law on Enterprises 2020 No. 59/2020/QH14: “Subsidiaries are not allowed to invest in buying shares and contribute capital to the Holding Company. Subsidiaries of the same Holding Company are not allowed to concurrently contribute capital and purchase shares for cross-ownership.”
* In case shareholders and investors (including members of the Board of Directors) purchase shares distributed under this issuance plan, leading to their total number of shares with voting rights exceeding the rate at which a public offering is required as per the provisions of law, it is necessary to implement procedures for public offering as per the provisions of law. The Corporation shall implement as per the provisions of law.